

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS
AND DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS**

On August 6, 2019 (the “**Petition Date**”), Barneys New York, Inc. and 4 of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**,” the “**Company**”)¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) under the caption Barneys New York, Inc., et al., Case No. 19-36300 (CGM) (S.D.N.Y.), pursuant to an order entered by the Bankruptcy Court on August 7, 2019 [ECF No. 41]. The Debtors continued to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code throughout the Sale Commencement Date on November 1, 2019.

The following notes, statements and limitations should be referred to, and referenced in connection with, any review of the MOR.

1. **Basis of Presentation.** The Debtors are filing their consolidated monthly operating report (the “**MOR**”) solely for purposes of complying with the monthly operating requirements applicable in the Debtors’ chapter 11 cases. The MOR is in a format acceptable to the U.S. Trustee for the Southern District of New York (the “**U.S. Trustee**”). The MOR should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the MOR.

This MOR has not been prepared in accordance with accounting principles generally accepted in the United States of America (“**U.S. GAAP**”) and does not include all of the information and footnotes required by U.S. GAAP. Therefore, there can be no assurance that the consolidated financial information presented herein is complete, and readers are strongly cautioned not to place undue reliance on the MOR.

The information furnished in this report includes primarily normal recurring adjustments but does not include all the adjustments that would typically be made for the quarterly and annual consolidated financial statements to be in accordance with U.S. GAAP.

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Barneys New York, Inc. (0818); Barney’s, Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors’ service address is 575 Fifth Avenue, New York, New York 10017.

Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of their quarterly and annual consolidated financial information in accordance with U.S. GAAP. Accordingly, upon the application of such procedures, the Debtors believe that the financial information may be subject to change, and these changes could be material.

In future periods, any changes to prior period balances will be reflected in the current month's MOR.

The results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial position of the Debtors in the future.

2. **Reporting Period.** Unless otherwise noted herein, the MOR generally reflects the Debtors' books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.
3. **Consolidated Entity Accounts Payable and Disbursements Systems.** Cash was received and disbursed by the Debtors as described in the *Motion of Debtors for Authority to (A) Continue Using Existing Cash Management System, (B) Honor certain prepetition obligations related thereto, (C) Maintain existing business forms and (D) Continue to perform intercompany transactions* (the "**Cash Management Motion**") to the extent approved in the order granting the Cash Management Motion on a final basis (the "**Final Cash Management Order**") [ECF No. 47].
4. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
5. **Debtor-in-Possession Financing.** On September 5, 2019, the Debtors received authorization from the Bankruptcy Court to access their \$217 million Debtor-in-Possession Facility on a final basis pursuant to the *Final Order (A) Authorizing Debtors and Debtors In Possession to Obtain Junior Lien Postpetition Financing, (B) Authorizing Use of Cash Collateral, (C) Granting Liens And Superpriority Claims, (D) Granting Adequate Protection to Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief* [ECF No. 222] (the "**Final DIP Order**"). Please see the DIP Orders for additional detail.

Pursuant to the Sale Order, on the closing, the Debtor-in-Possession Facility and Consignment Facility were paid down and otherwise discharged as against the Debtors.

6. **Payment of Pre-Petition Claims Pursuant to Court Orders.** Within the first two days of the Debtors' chapter 11 cases, the Bankruptcy Court entered orders (the "**First Day Orders**") authorizing, but not directing, the Debtors to pay, on an interim basis, certain pre-petition (a) claims of critical vendors, shippers, warehousemen, other lien claimants, and foreign creditors; (b) taxes; (c) employee wages, salaries and other compensation and benefits; and (d) obligations related to the use of the Debtors' cash management system, among other things. On September 4, 2019 the Bankruptcy Court approved the relief requested in connection with the First Day Orders on a final basis, except for the Final Critical Vendors Order, which was entered on September 5, 2019.

On September 5, 2019, the Bankruptcy Court approved the relief requested in connection with the *Final Order (I) Authorizing the Payment of (A) Prepetition claims of Lien Claimants, (B) Foreign Vendor Claims, (C) Section 503(b)(9) Claims, and (D) Critical Vendor Claims, and (II) Granting Related Relief* [ECF No. 221] (the "**Final Critical Vendor Order**").

To the extent any payments were made on account of such claims or obligations following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in the MOR unless otherwise noted.

7. **Reservation of Rights.** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.
8. **Specific MOR Disclosures.**

- a. **Notes to MOR-1c:** All amounts listed are the bank balances as of the date in the respective footnote on MOR 1-c. The Debtors have, on a timely basis, performed bank account reconciliations in the ordinary course of business. Due to the level of detailed records, copies of the bank account statements and reconciliations are available upon request in writing to bankruptcy counsel for the Debtors.
- b. **Notes to MOR-1d:** This MOR lists the professional fees paid during this reporting period to Restructuring Professionals retained by the Debtors in these chapter 11 cases.
- c. **Notes to MOR-4a:** For status of post-petition tax payments, see disclosures as noted on MOR-4a. Due to the size and detail of such records, (i) copies of IRS Form 6123 or payment receipts; (ii) copies of tax returns filed during the reporting period; and (iii) a taxes aging schedule will be made available upon reasonable request in writing to bankruptcy counsel for the Debtors.

- d. **Notes to MOR-5:** In the circumstance where the MOR requires information regarding “insiders,” the Debtors have included information with respect to the individuals who the Debtors believe may be included in the definition of “insider” set forth in section 101(31) of the Bankruptcy Code during the relevant time periods. Such individuals may no longer serve in such capacities. The listing of a party as an insider for purposes of the MOR is not intended to be, nor should it be, construed as an admission of any fact, right, claim, or defense and all such rights, claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the MOR has been included for informational purposes only and such information may not be used for: (1) the purposes of determining (a) control of the Debtors; (b) the extent to which any individual exercised management responsibilities or functions; (c) corporate decision-making authority over the Debtors; or (d) whether such individual could successfully argue that he or she is not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or (2) any other purpose.

In re: BARNEYS NEW YORK, INC., et al.DebtorsCase No. 19-36300 (CGM)Reporting Period: 11/3/19 - 11/30/19Federal Tax I.D. No. 13-4040818**CORPORATE MONTHLY OPERATING REPORT**

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts	<u>MOR-1a</u>	X	
Schedule of Cash Disbursements	<u>MOR-1b & 1b.1</u>	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<u>MOR-1c</u>	X	
Copies of bank statements			Available Upon Request
Cash disbursements journals			Available Upon Request
Schedule of Retained Restructuring Professionals Fees	<u>MOR-1d</u>	X	
Statement of Operations	<u>MOR-2</u>	X	
Balance Sheet	<u>MOR-3</u>	X	
Status of Post-petition Taxes	<u>MOR-4a</u>	X	
Copies of IRS Form 6123 or payment receipt			Available Upon Request
Copies of tax returns filed during reporting period			Available Upon Request
Summary of Unpaid Post-petition Debts	<u>MOR-4b</u>	X	
Listing of Aged Accounts Payable			Available Upon Request
Accounts Receivable Reconciliation and Aging	<u>MOR-4c</u>	X	
Payments to Insiders	<u>MOR-5</u>	X	
Post Petition Status of Secured Notes	<u>MOR-6</u>	X	
Debtor Questionnaire	<u>MOR-7</u>	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Mohsin Y. Meghji

Signature of Authorized Individual

12/13/19

Date

Mohsin Y. Meghji

Printed Name of Authorized Individual

Chief Restructuring Officer

Title of Authorized Individual

In re: BARNEYS NEW YORK, INC., *et al.*
(Jointly Administered)

Case No. 19-36300 (CGM)
Reporting Period: 11/3/19 - 11/30/19
Federal Tax I.D. No. 13-4040818

NOTES TO MONTHLY OPERATING REPORT

The Monthly Operating Report ("MOR") includes activity for the following Debtors:

#	DEBTOR ENTITY NAME	FILING DATE	BANKRUPTCY CASE NUMBER	COMPLETE EIN OR OTHER TAXPAYER I.D.
1.	BARNEYS NEW YORK, INC.	8/6/19	19-36300	13-4040818
2.	BARNEY'S, INC.	8/6/19	19-36299	13-4942980
3.	BNY CATERING, INC.	8/6/19	19-36301	47-5494434
4.	BNY LICENSING CORP.	8/6/19	19-36302	22-3024177
5.	BARNEYS ASIA CO. LLC	8/6/19	19-36303	13-4040819

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-1a

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)Reporting Period: 11/3/19 - 11/30/19Federal Tax I.D. No. 13-4040818**SCHEDULE OF RECEIPTS**

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH RECEIPTS (a)
1.	BARNEYS NEW YORK, INC.	19-36300	-
2.	BARNEY'S, INC.	19-36299	51,972,905
3.	BNY CATERING, INC.	19-36301	-
4.	BNY LICENSING CORP.	19-36302	-
5.	BARNEYS ASIA CO. LLC	19-36303	-
TOTAL			\$51,972,905

Footnote:

- (a) The net cash receipts represent cash received by each Debtor's assigned bank account excluding "flow through" disbursements from other accounts controlled by the same Debtor.

In re: BARNEYS NEW YORK, INC., et al.

(Jointly Administered)

MOR-1b

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)

Reporting Period: 11/3/19 - 11/30/19

Federal Tax I.D. No. 13-4040818

SCHEDULE OF DISBURSEMENTS

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH DISBURSEMENTS (a)	PLUS: DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
1.	BARNEYS NEW YORK, INC.	19-36300	-	-	-
2.	BARNEY'S, INC.	19-36299	55,138,471	-	55,138,471
3.	BNY CATERING, INC.	19-36301	-	-	-
4.	BNY LICENSING CORP.	19-36302	-	-	-
5.	BARNEYS ASIA CO. LLC	19-36303	-	-	-
TOTAL			\$55,138,471	-	\$55,138,471

Footnote:

- (a) The net cash disbursements represent cash disbursed by the Debtor entity excluding disbursements made on behalf of other Debtor entities, which are reflected on the accounts of the Debtors on whose behalf they are made.
 "Flow through" disbursements transmitted between accounts owned by the Debtors are excluded.

In re: BARNEYS NEW YORK, INC., et al.

(Jointly Administered)

MOR-1b.1

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)

Reporting Period: 11/3/19 - 11/30/19

Federal Tax I.D. No. 13-4040818

QTD SUMMARY OF DISBURSEMENTS BY DEBTOR

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)	Q4'19 QTD TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
			OCT. 6 - NOV. 2, 2019	NOV. 3 - NOV. 30, 2019	OCT. 6 - NOV. 30, 2019
1.	BARNEYS NEW YORK, INC.	19-36300	-	-	-
2.	BARNEY'S, INC.	19-36299	42,065,805	55,138,471	97,204,276
3.	BNY CATERING, INC.	19-36301	-	-	-
4.	BNY LICENSING CORP.	19-36302	-	-	-
5.	BARNEYS ASIA CO. LLC	19-36303	-	-	-
	Total		\$42,065,805	\$55,138,471	\$97,204,276

In re: BARNEYS NEW YORK, INC., et al.

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)

Reporting Period: 11/3/19 - 11/30/19

Federal Tax I.D. No. 13-4040818

BANK ACCOUNT INFORMATION (a)

#	LEGAL ENTITY	CASE NUMBER	BANK	LAST 4 DIGITS ACCOUNT #	BANK BALANCE (c)
1.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	6849	-
2.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7841	-
3.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7159	34,378
4.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7183	240,834
5.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7209	72,726
6.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	5232	-
7.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	2151	-
8.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	2166	-
9.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	7167	2,345,871
10.	BARNEY'S, INC.	19-36299	Bank of Hawaii	9906	97,820
11.	BARNEY'S, INC.	19-36299	Wells Fargo, N.A.	1327	8,754,451
12.	BARNEY'S, INC. (b)	19-36299	Citibank, N.A.	2464	10,929,848

Footnote:

- (a) The bank statements are for the period from 11/2/19 to 11/29/19.
- (b) The funds in this professional fee escrow account are not property of the estate. They are disclosed herein out of an abundance of caution. On November 1, 2019, pursuant to the Debtors' sale order [Docket No. 494], the Debtors caused the funds (i.e., the "Funded Reserve Amount") held in that certain segregated account (i.e., the "Funded Reserve Account") pursuant to the final DIP order [Docket No. 222] to be transferred to such professional fee escrow account.
- (c) Cash balances as of November 30 include proceeds from sales owned by the Agent per the Agency Agreement. Approximately \$5 million in cash currently held will be used to satisfy wind down claims in accordance with the Wind Down Budget.

In re: BARNEYS NEW YORK, INC., et al.

(Jointly Administered)

MOR-1d

(in US Dollars)

(Unaudited)

Case No. 19-36300 (CGM)

Reporting Period: 11/3/19 - 11/30/19

Federal Tax I.D. No. 13-4040818

SCHEDULE OF RETAINED RESTRUCTURING PROFESSIONAL FEE DISBURSEMENTS & US TRUSTEE FEES

PROFESSIONAL	AMOUNT PAID DURING THE REPORTING PERIOD	CUMULATIVE (a)
<i>Estate Professionals</i>		
Kirkland & Ellis	-	\$2,531,749
Houlihan Lokey	-	2,050,000
M-III Partners	1,311,878	1,311,878
Katten Muchin Rosenman LLP	65,162	65,162
Stretto	-	544,465
<i>Creditor Committee Professionals</i>		
AlixPartners	-	-
Pachulski Stang Ziehl & Jones LLP	344,191	344,191
Total Retained Professionals	\$1,721,232	\$7,098,745
US Trustee Quarterly Fees	-	\$251,300

Footnote:

(a) Represents payments made since the Petition Date.

(b) All payments to professionals are made from the Professional Fee Escrow Account as reported on MOR-1b.

In re: BARNEYS NEW YORK, INC., et al.
(Jointly Administered)
MOR-2
(Uaudited)

Case No. 19-36300 (CGM)
Reporting Period: 11/3/19 - 11/30/19
Federal Tax I.D. No. 13-4040818

STATEMENT OF OPERATIONS

Condensed & Consolidated Income Statement

**Reporting
Period Ended
Nov. 30, 2019
(in thousands)**

Net revenues	\$ 61,651
Cost of sales	23,618
	<hr/>
Gross profit	38,033
<i>Gross profit %</i>	61.6%
Expenses	
Selling, general and administrative expenses ¹	19,487
Depreciation	2,469
Amortization of Intangibles	32
Amortization of Inventory Step Up	-
Other (Income)/Expense (a)	(27,412)
Indirect Chapter 11 Effect	-
Chapter 11 Restructuring	15,102
Operating (loss) income	<hr/> 28,355
Interest and financing costs, net of interest income	3,366
(Loss) income before income taxes	<hr/> 24,989
(Benefit) provision for income taxes	<hr/> -
Net (loss) income	\$ 24,989

Footnote:

- (a) Reflects one-time adjustments related to the Asset Purchase Agreement.

In re: BARNEYS NEW YORK, INC., et al.
(Jointly Administered)
MOR-3
(Unaudited)

Case No. 19-36300 (CGM)
Reporting Period: 11/3/19 - 11/30/19
Federal Tax I.D. No. 13-4040818

BALANCE SHEET

Condensed & Consolidated Balance Sheet

**As of
Nov. 30, 2019**
(in thousands)

Assets

Current assets:

Cash and cash equivalents (a)	\$ 13,860
Receivables	15,939
Allowances for chargebacks	(345)
Allowances for sales returns	-
Inventory	-
Total current assets	<u>29,454</u>
Fixed assets at cost, less accumulated depreciation and amortization	-
Other assets (including deferred financing fees)	<u>197</u>
	<u><u>\$ 29,651</u></u>

Liabilities and shareholders' equity

Current liabilities:

Accounts payable	\$ 106,654
Accrued expenses and other current liabilities	19,477
Accrued interest	-
Income tax payable	-
Total current liabilities	<u>126,131</u>

Deferred taxes

Other long-term liabilities

Term Loan

Commitments and contingencies

Shareholders' equity:

Common stock— 1,200,000 authorized;	
outstanding 1,000,000 shares	100
Additional paid-in capital	300,600
Other comprehensive income	-
Retained Earnings/(Deficit)	<u>(397,180)</u>
Total shareholders' equity	<u>(96,480)</u>

Total liabilities and shareholders' equity

\$ 29,651

Footnote:

- (a) Cash and cash equivalents of \$13.9mm per the balance sheet is as of November 30, 2019 includes proceeds from sales owned by the Agent per the Agency Agreement. Approximately \$5 million in cash currently held will be used to satisfy wind down claims in accordance with the Wind Down Budget.

In re: BARNEYS NEW YORK, INC., et al.

Case No. 19-36300 (CGM)

Debtors

Reporting Period: 11/3/19 - 11/30/19

MOR-4a, 4b, 4c

Federal Tax I.D. No. 13-4040818

(in US Dollars)

MOR-4a: STATUS OF POST-PETITION TAXES

Subject: Monthly Operating Report Attestation Regarding Post-Petition Taxes

The Debtors, Barneys New York, Inc., et al., hereby submit this attestation regarding post-petition taxes.

All post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, are current. There are no material post-petition tax disputes or reconciliations.

/s/ Mohsin Y. Meghji

Mohsin Y. Meghji
 Chief Restructuring Officer
 Barneys New York, Inc., et al.

MOR-4b: SUMMARY OF UNPAID POST-PETITION VENDOR PAYABLES

DESCRIPTION	CURRENT	NUMBER OF DAYS PAST DUE					TOTAL
		1-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS		
Combined (a)	\$377,612	\$3,359,562	\$2,817,239	\$1,154,380		\$0	\$7,708,794

Footnote:

- (a) Payables are calculated based on the Company's AP system data on a vendor invoice level; for any offsetting vendor pre-payments, the assumption is the invoice was prepaid ~30 days after the document date.

MOR-4c: ACCOUNTS RECEIVABLE AGING

DESCRIPTION	CURRENT	1-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS	TOTAL
Accounts Receivable, Net (b)	\$15,593,313	-	-	-	-	\$15,593,313

Footnote:

- (b) As a result of the Asset Purchase Agreement the Company does not own the proceeds from these receivables.

In re: BARNEYS NEW YORK, INC., *et al.*

(Jointly Administered)

MOR-5

(in US Dollars)

Case No. 19-36300 (CGM)

Reporting Period: 11/3/19 - 11/30/19

Federal Tax I.D. No. 13-4040818

PAYMENTS TO INSIDERS

INSIDER PAYMENT SUMMARY (FOR THIS PERIOD ONLY)	
DESCRIPTION	AMOUNT
Regular Earnings, Subject to Withholding	\$269,211

In re: BARNEYS NEW YORK, INC., et al.

(Jointly Administered)

MOR-6

(in US Dollars)

Case No. 19-36300 (CGM)

Reporting Period: 11/3/19 - 11/30/19

Federal Tax I.D. No. 13-4040818

DIP FINANCING & ABL CONSIGNMENT FACILITY - As of November 30, 2019

DESCRIPTION	BEGINNING BALANCE	ADDITIONAL DRAWS	PAYDOWNS	ENDING BALANCE
Debtor-in-Possession Facility (a)	-	-	-	-
Consignment Facility (b)	-	-	-	-
Total	-	-	-	-

Footnote:

- (a) Pursuant to the Sale Order, on the closing, the Debtor-in-Possession Facility under the Final DIP Order was paid November 1, 2019.
 (b) Consignment Facility closed with bill of sale for transfer/assign/deliver to seller.

In re: BARNEYS NEW YORK, INC., et al.
 (Jointly Administered)

Case No. 19-36300 (CGM)

Reporting Period: 11/3/19 - 11/30/19

Federal Tax I.D. No. 13-4040818

MOR 7: DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		Yes	No	Comments
1.	Have any assets been sold or transferred outside the normal course of business this reporting period?		X	
2.	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X	Payments still made from same account
3.	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X	
4.	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X	
5.	Is the Debtor delinquent in paying any insurance premium payment?		X	
6.	Have any payments been made on pre-petition liabilities this reporting period?		X	
7.	Are any post petition receivables (accounts, notes or loans) due from related parties?		X	
8.	Are any post petition payroll taxes past due?		X	
9.	Are any post petition State or Federal income taxes past due?		X	
10.	Are any post petition real estate taxes past due?		X	
11.	Are any other post petition taxes past due?		X	
12.	Have any pre-petition taxes been paid during this reporting period?		X	
13.	Are any amounts owed to post petition creditors delinquent?	X		
14.	Are any wage payments past due?		X	
15.	Have any post petition loans been received by the Debtor from any party?		X	
16.	Is the Debtor delinquent in paying any U.S. Trustee fees?		X	
17.	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X	
18.	Have the owners or shareholders received any compensation outside of the normal course of business?		X	

APPENDIX I – ORDINARY COURSE FINANCIAL STATEMENTS

Barneys New York, Inc. and Subsidiaries

Consolidated Statement of Operations
(In thousands)
(Unaudited)

	Actual One Fiscal Month Ended Nov 30, 2019	Plan One Fiscal Month Ended Nov 30, 2019	Actual One Fiscal Month Ended Dec 1, 2018	Actual YTD Ten Fiscal Months Ending Nov 30, 2019	Plan YTD Ten Fiscal Months Ending Nov 30, 2019	Actual YTD Ten Fiscal Months Ending Dec 1, 2018
Net revenues	\$ 61,651	\$ 78,363	\$ 76,601	\$ 519,305	\$ 666,522	\$ 650,896
Cost of sales	23,618	41,806	41,876	284,468	355,589	366,914
	<u>3</u>					
Gross profit	38,033	36,557	34,725	234,837	310,933	283,982
Gross profit %	61.6%	46.7%	45.3%	45.2%	46.7%	43.6%
Expenses						
Selling, general and administrative expenses ¹	19,487	31,560	31,882	266,225	307,760	303,959
Depreciation	2,469	3,854	3,519	25,795	38,539	36,904
Amortization of Intangibles	32	183	221	2,990	1,830	5,235
Other (Income)/Expense	(27,412)	(259)	(49)	(28,623)	(2,908)	(1,157)
Indirect Chapter 11 Effect	-			5,909		
Chapter 11 Restructuring	15,102			51,202		
Operating (loss) income	28,355	1,219	(848)	(88,661)	(34,288)	(60,959)
Interest and financing costs, net of interest income	3,366	623	534	14,776	5,824	4,975
(Loss) income before income taxes	24,989	596	(1,382)	(103,437)	(40,112)	(65,934)
(Benefit) provision for income taxes	-	-	-	-	-	-
Net (loss) income	\$ 24,989	\$ 596	\$ (1,382)	\$ (103,437)	\$ (40,112)	\$ (65,934)
Pro-forma reconciliation of EBITDA						
Operating income (loss) above	\$ 28,355	\$ 1,219	\$ (848)	\$ (88,661)	\$ (34,288)	\$ (60,959)
Depreciation	2,469	3,854	3,519	25,795	38,539	36,904
Amortization	32	183	222	2,990	1,830	5,235
Non-recurring adjustments *	-		-	5,910		558
Chapter 11 Restructuring	15,102			51,202		
Adjusted EBITDA	<u>\$ 45,958</u>	<u>\$ 5,256</u>	<u>\$ 2,893</u>	<u>\$ (2,764)</u>	<u>\$ 6,081</u>	<u>\$ (18,262)</u>

* Note. Certain one-time non-recurring adjustments are reflected above in FY 2019 and FY 2018

Barneys New York, Inc. and Subsidiaries

Consolidated Balance Sheets
(In thousands, except share data)
(Unaudited)

	Unaudited Nov 30 2019	Plan Nov 30 2019	Feb 2 2019
Assets			
Current assets:			
Cash and cash equivalents	\$ 13,860	\$ 1,000	\$ 1,288
Receivables	15,939	13,843	11,348
Allowances for chargebacks	(345)	(470)	(487)
Inventory	-	216,213	215,302
Prepaid and other current assets	-	13,269	26,238
Total current assets	<u>29,454</u>	<u>243,855</u>	<u>253,689</u>
Fixed assets at cost, less accumulated depreciation and amortization	-	86,694	107,999
Intangible assets, less accumulated amortization	-	101,098	102,932
Other assets (including deferred financing fees)	197	2,027	2,527
	<u>\$ 29,651</u>	<u>\$ 433,674</u>	<u>\$ 467,147</u>
Liabilities and shareholders' equity			
Current liabilities:			
Accounts payable	\$ 106,654	\$ 74,815	\$ 97,986
Accrued expenses and other current liabilities	19,477	71,778	58,436
Accrued interest	-	536	536
Income tax payable	-	(603)	-
Short-term deferred revenue	-	43	43
Total current liabilities	<u>126,131</u>	<u>146,569</u>	<u>157,001</u>
Revolving credit facility	-	87,132	121,523
Deferred taxes	-	28,136	28,136
Other long-term liabilities	-	33,024	31,774
Term Loan	-	48,625	
Commitments and contingencies			
Shareholders' equity:			
Common stock— 1,200,000 authorized;			
outstanding 1,000,000 shares	100	100	100
Additional paid-in capital	300,600	300,600	300,600
Other comprehensive income	-	-	-
Retained Earnings/(Deficit)	(397,180)	(210,512)	(171,987)
Total shareholders' equity	<u>(96,480)</u>	<u>90,188</u>	<u>128,713</u>
Total liabilities and shareholders' equity	<u>\$ 29,651</u>	<u>\$ 433,674</u>	<u>\$ 467,147</u>

Barneys New York, Inc. and Subsidiaries

Consolidated Statement of Cash Flows
(In thousands)

(Unaudited)

	Actual One Fiscal Month Ended Nov 30 2019	Plan One Fiscal Month Ended Nov 30 2019	Actual One Fiscal Month Ended Dec 1 2018	Actual Ten Fiscal Months Ended Nov 30 2019	Plan Ten Fiscal Months Ended Nov 30 2018	Actual Ten Fiscal Months Ended Dec 1 2018
Cash flows from operating activities:						
Net (loss) income	\$ 24,989	\$ 597	\$ (1,381)	\$ (103,437)	\$ (40,108)	\$ (65,935)
Adjustments to reconcile net (loss) income to net cash (used) provided by operating activities:						
Depreciation	4,115	3,720	3,568	28,103	37,401	37,137
Amortization of Intangibles	101,197	367	222	104,257	3,466	5,497
Provision for losses on accounts receivable	(371)	76	-	(140)	(5)	128
Income Tax/Deferred Tax	(28,025)		(4)	(28,136)	-	(622)
Other (including deferred rent)	(33,667)	-	(136)	(32,802)	221	(351)
(Increase) decrease in:						
Trade receivables	(8,511)	(2,855)	(2,931)	(4,588)	(2,507)	(6,863)
Inventories	187,067	5,146	7,588	215,303	(911)	(8,802)
Prepaid and other current assets	26,545	2,056	1,378	21,552	7,687	6,835
Increase (decrease) in:						
Accounts payable	(1,243)	2,188	1,616	13,233	(17,859)	12,781
Accrued expenses	(21,399)	2,877	4,157	(38,634)	14,368	1,589
Accrued interest -- Holdings PIK loan	-	-	-	-	-	-
Net cash (used in) / provided by operating activities	250,697	14,172	14,077	174,711	1,753	(18,606)
Cash flows from investing activities:						
Capital expenditures	(262)	1,123	(2,952)	(10,132)	(16,275)	(16,119)
WO Contra Accounts	(121,755)	-	-	(121,755)	-	-
Fixed Assets Write-Off	91,279	-	-	92,855	-	-
Net cash (used in) / provided by investing activities	(30,738)	1,123	(2,952)	(39,032)	(16,275)	(16,119)
Cash flows from financing activities:						
Gross borrowings -- Revolving credit facility Net	(232,369)	(15,295)	15,571	24,906	(34,391)	233,899
Gross repayments -- Revolving credit facility	-	-	(28,505)	(146,428)	-	(198,559)
Loan origination/amendment fees			-	(1,586)	-	-
Term loan	-	-	-	-	48,625	-
Proceeds from Cayman loan	-	-	-	-	-	-
Net cash (used) / provided by financing activities	(232,369)	(15,295)	(12,934)	(123,108)	14,234	35,340
Net increase (decrease) in cash	(12,410)	-	(1,809)	12,571	(288)	615
Cash and cash equivalents- beginning of period	26,269	1,000	3,437	1,288	1,288	1,013
Cash and cash equivalents - end of period	\$ 13,859	\$ 1,000	\$ 1,628	\$ 13,859	\$ 1,000	\$ 1,628